

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

BANCO DO BRASIL, S.A.,

Plaintiff

v.

275 WASHINGTON STREET CORP.,
as it is the Trustee of the WASHINGTON
STREET REALTY TRUST II,

Defendant

CIVIL ACTION NO. 09-11343-NMG

AFFIDAVIT OF WILLIAM F. BENSON

I, William F. Benson, upon my oath depose and say as follows:

1. I am an attorney in good standing admitted to practice before this Court and an attorney at Sugarman, Rogers, Barshak & Cohen, P.C., counsel for the defendant in this matter. I submit this affidavit in support of defendant's motion to compel plaintiff to produce documents that were produced by McKinsey & Company, Inc. in response to a Rule 45 subpoena.

2. On June 27, 2012, McKinsey & Company, Inc. ("McKinsey") produced documents in response to a Rule 45 subpoena issued by the defendant to counsel for the plaintiff Banco do Brasil, S.A. (the "Bank"). A copy of McKinsey's June 27, 2012 cover letter is attached to defendant's motion to compel at Exhibit D. The Bank, after its counsel conducted a review for relevancy, produced certain of these documents to our office.

3. McKinsey produced a document entitled "August 7, 2009 Proposal Document" consisting of 185 pages but the Bank only produced 16 of those pages. Attached at Exhibit 1 are the pages that were produced by the Bank.

4. McKinsey also produced a document entitled “U.S. Market Entry Update” consisting of 20 pages but the Bank only produced 3 of those pages. Attached at Exhibit 2 are the pages that were produced by the Bank.

5. McKinsey also produced another document entitled “U.S. Market Entry Update” consisting of 24 pages but the Bank only produced 2 of those pages. Attached at Exhibit 3 are the pages that were produced by the Bank.

6. McKinsey also produced a document entitled “U.S. Regional Banking Opportunity” consisting of 37 pages but the Bank only produced 2 of those pages. Attached at Exhibit 4 are the pages that were produced by the Bank.

7. McKinsey also produced a document entitled “Federal Reserve Talking Points” consisting of 3 pages. The Bank produced 2 of these pages with redactions. Attached at Exhibit 5 are the redacted pages that were produced by the Bank.

8. McKinsey also produced a document entitled “Interview Notes” consisting of 3 pages. The Bank produced 2 of these pages with redactions. Attached at Exhibit 6 are the redacted pages that were produced by the Bank.

9. McKinsey also produced a document entitled “Regulatory History Discussion” consisting of 18 pages. The Bank produced this document but made redactions on several pages. Attached at Exhibit 7 are the pages, with redactions, that were produced by the Bank.

10. McKinsey also produced a document entitled “Discussion Document” consisting of 40 pages but the Bank only produced 5 of those pages. Attached at Exhibit 8 are the pages that were produced by the Bank.

11. McKinsey also produced a document entitled “Appendix” consisting of 11

pages but the Bank only produced 4 of those pages. Attached at Exhibit 9 are the pages that were produced by the Bank.

12. McKinsey also produced another document entitled “U.S. Market Entry Plan Summary” consisting of 2 pages but the Bank only produced 4 of those pages. Attached at Exhibit 10 are the pages that were produced by the Bank.

13. McKinsey also produced another document entitled “U.S. Business Plan Update” consisting of 23 pages but the Bank only produced 2 of those pages. Attached at Exhibit 11 are the pages that were produced by the Bank.

14. McKinsey also produced another document entitled “U.S. Market Entry Update” consisting of 20 pages but the Bank only produced 5 of those pages. Attached at Exhibit 12 are the pages that were produced by the Bank.

15. McKinsey also produced another document entitled “Regulatory History Discussion” consisting of 18 pages. The Bank produced this document but made redactions on several pages. Attached at Exhibit 13 are the pages, with redactions, that were produced by the Bank.

SIGNED UNDER THE PAINS AND PENALTIES OF PERJURY THIS 3rd
DAY OF AUGUST, 2012.

/s/ William F. Benson
William F. Benson

CERTIFICATE OF SERVICE

I, William F. Benson, hereby certify that this document, filed through the ECF system, will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non registered participants on August 3, 2012.

/s/ William F. Benson
William F. Benson

445519